

RAILCAR, Ltd.

Suite 303

1819 Peachtree Road, N E
Atlanta, Georgia 30309-1847

(404) 355-6734

Fax (404) 352-8814

RAILCAR

January 9, 1991

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred Lee
Room 2303

Re: Lease Agreement by and between Railcar, Ltd. and TCC Acquisition, Inc.

Dear Ms. Lee:

Enclosed herewith are three (3) originally executed and notarized copies of a Summary Lease Agreement by and between Railcar, Ltd., a Georgia corporation as Lessor, and TCC Acquisition, Inc., a Georgia corporation as Lessee. The Lease is for fourteen (14) 100 ton, small cube covered hoppers bearing the reporting marks and car numbers RMGX 3200-3213, inclusive.

The address of the parties are as follows:

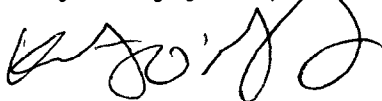
Railcar, Ltd. *Jenon*
1819 Peachtree Road, N. E., Suite 303
Atlanta, Georgia 30309

TCC Acquisition, Inc. *Jenon*
3400 Peachtree Road, Suite 401
Atlanta, Georgia 30326

I would appreciate your recording the enclosed Summary Lease Agreement and returning three (3) copies to me. A check for the filing fee in the amount of \$15.00 is enclosed.

Thank you for your assistance.

Very truly yours,



Kevin F. O'Gara, Jr.
Manager - Investor Relations

KFO/lwc

enclosures:

cc: Contract File

0001a

MOTOR OPERATING UNIT

JAN 11 10 00 AM '91

17194
1-014A013
JAN 14 1991 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C. 20423

1/22/91

OFFICE OF THE SECRETARY

Kevin F.O'Gara, Jr.

Railcar Ltd

1819 Peachtree Road N.E.

Atlanta, GA. 30309 1847

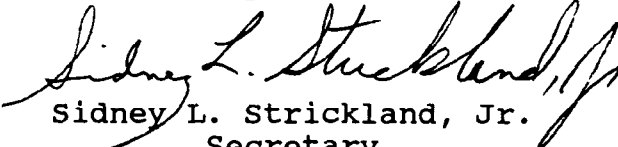
Suite 303

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/14/91 at 10:05am, and assigned recordation number(s).

17194

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

JAN 14 1991 -10 05 AM

LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

1. This Lease Agreement is made and entered into as of October 11, 1990, by and between RAILCAR, LTD., a Georgia corporation, acting as agent for R.S. Equipment Leasing Associates L.P. 1989-A, and TCC ACQUISITION, INC., a Georgia corporation.

2. Railcar, Ltd. agrees to lease to TCC Acquisition, Inc. and TCC Acquisition, Inc. agrees to and hereby lease from Railcar Ltd., the following:

Fourteen (14) 100-ton small cube covered hoppers with gravity gates, having AAR Mechanical Designation L0 and bearing the reporting marks and car numbers RMGX 3200-3213, inclusive.

3. The address of the parties are as follows:

Railcar, Ltd. (Lessor)
1819 Peachtree Road, N.E., Suite 303
Atlanta, Georgia 30309-1847

TCC Acquisition, Inc. (Lessee)
3400 Peachtree Rd., Suite 401
Atlanta, Georgia 30326

4. The term of this Lease Agreement is five (5) years terminating on December 31, 1995.

5. The terms and provisions of this Lease Agreement, are more particularly set forth in a Lease Agreement of even date by and between TCC Acquisition, Inc. and Railcar, Ltd.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be executed as of the day and year first above written.

RAILCAR, LTD., acting as agent for R
S Equipment Leasing Associates L.P.
1989-A
(LESSOR)

By: Wilds L. Pierce
Wilds L. Pierce, President

[CORPORATE SEAL]

TCC ACQUISITION, INC.
(LESSEE)

By: [Signature]
Title: Executive Vice President
Sulphur Products & Chemicals
[CORPORATE SEAL]

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 8th day of January, ¹⁹⁹¹~~1990~~, before me personally appeared Wilds L. Pierce, to me personally known, who being by me duly sworn says that he is President of the Railcar, Ltd., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joyce E. Cornelius
Notary Public
Notary Public, Clayton County, Georgia
My Commission Expires May 30, 1992

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 3rd day of January, 1991, before me personally appeared William F. Mason, to me personally know, who being by me duly sworn, says that he is the Executive V-P of TCC Acquisition, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Bylaws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Heber W. Coulson
Notary Public
Notary Public, Fulton County, Georgia
My Commission Expires January 18, 1993

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